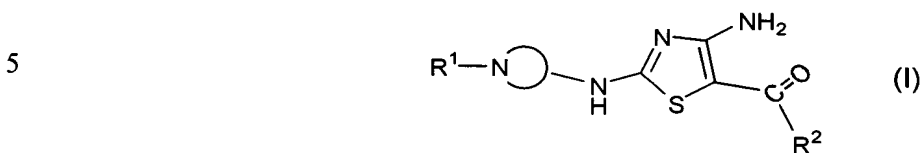


What is claimed is:

1. A compound or a pharmaceutically acceptable salt represented by Formula (I):



wherein:

10  $\text{---N}$  is a nitrogen-containing 3-to 10-membered heterocyclyl ring optionally substituted by one to three substituents selected from  $R^7$ ;

$R^1$  is:

- 15 i)  $R^4$ ;  
 ii) a group having a formula  $\text{---SO}_n\text{---T---(CR}^9\text{R}^{10})_b\text{---R}^3$ ,  $\text{---SO}_n\text{---(CR}^9\text{R}^{10})_b\text{---T---R}^3$ ,  $\text{---SO}_n\text{NR}^4\text{C(O)R}^3$ , wherein n or b are, independently, 0, 1 or 2 and T is a bond,  $\text{---O---}$ ,  $\text{---NR}^4\text{---}$ , or  $\text{---S---}$ ; or  
 iii) a group having a formula  $\text{---C(=O)---R}^3$ ,  $\text{---C(=O)---HC=CH---R}^3$ ,  $\text{---C(=O)NHR}^3$ ,  $\text{---C(=O)NR}^5\text{R}^6$ , or  $\text{---C(=S)R}^3$ ;

$R^2$  is  $(C_1\text{---}C_8)$ alkyl,  $(C_3\text{---}C_{10})$ cycloalkyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl,  $(C_6\text{---}C_{10})$ aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from  $R^7$ ;

20 wherein  $R^3$  is OH, F, Cl, Br, I, CN,  $\text{CF}_3$ ,  $\text{NO}_2$ ,  $\text{---(CH}_2)_d\text{NR}^5\text{R}^6$ ,  $\text{---O---R}^4$ ,  $\text{---SO}_p\text{---R}^4$  wherein p is 0, 1, or 2,  $\text{---PO}_p\text{---R}^4$  wherein p is 3 or 4,  $(C_1\text{---}C_8)$ alkyl,  $\text{---(CH}_2)_d\text{---}(C_3\text{---}C_{13})$ cycloalkyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl,  $\text{---(CH}_2)_d\text{---}(C_6\text{---}C_{10})$ aryl,  $\text{---(CH}_2)_d\text{---(4-to 10-membered heterocyclyl)}$ ,  $(C_2\text{---}C_6)$ alkenyl,  $(C_2\text{---}C_6)$ alkynyl,  $\text{---SO}_q\text{---NR}^5\text{R}^6$ , wherein d is an integer 0 to 6 and q is 1 or 2,  $\text{---C(=O)---R}^8$ ,  $\text{---C(O)OR}^8$ ,  $\text{---C(=O)---NR}^5\text{R}^6$ ;

25 wherein  $R^4$  is selected from the group consisting of hydrogen,  $(C_1\text{---}C_8)$ alkyl,  $(C_2\text{---}C_6)$ alkenyl,  $(C_2\text{---}C_6)$ alkynyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl,  $\text{---(CH}_2)_e\text{---}(C_3\text{---}C_{13})$ cycloalkyl,  $\text{---(CH}_2)_e\text{---}(C_6\text{---}C_{10})$ aryl, or  $\text{---(CH}_2)_e\text{---(4-to 10-membered heterocyclyl)}$ ;

wherein  $R^5$  is independently H or  $(C_1\text{---}C_8)$ alkyl;

30 wherein  $R^6$  is selected from the group consisting of  $\text{---Si(CH}_3)_3$ ,  $(C_1\text{---}C_8)$ alkyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl,  $\text{---CH}_2\text{---C(=O)---O---}(C_1\text{---}C_8)$ alkyl,  $(C_3\text{---}C_{10})$ cycloalkyl,  $(C_6\text{---}C_{10})$ aryl, and 4-to 10-membered heterocyclyl; or  $R^5$  and  $R^6$  when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

35 wherein each  $(C_1\text{---}C_8)$ alkyl,  $(C_2\text{---}C_6)$ alkenyl,  $(C_2\text{---}C_6)$ alkynyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl,  $(C_3\text{---}C_{13})$ cycloalkyl,  $(C_6\text{---}C_{10})$ aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$  and  $R^8$  may be optionally substituted by one to four  $R^7$  substituents;

wherein  $R^7$  is  $(C_1\text{---}C_8)$ alkyl,  $(C_3\text{---}C_{13})$ cycloalkyl,  $(C_6\text{---}C_{10})$ aryl, 4-to 10-membered heterocyclyl,  $(C_2\text{---}C_6)$ alkenyl,  $(C_2\text{---}C_6)$ alkynyl,  $\text{---O---}(C_1\text{---}C_8)$ alkyl, H, OH, F, Cl, Br, I, CN,  $\text{CF}_3$ ,

amidino,  $-\text{C}(\text{O})\text{OR}^9$ ,  $-\text{C}(\text{O})\text{R}^9$ ,  $-\text{SR}^9$ ,  $-\text{SO}_2\text{R}^9$ ,  $-\text{NO}_2$ ,  $-\text{NR}^9\text{C}(\text{O})\text{R}^{10}$ ,  $-\text{OC}(\text{O})\text{R}^9\text{-aryl}$ ,  $-\text{NSO}_2\text{R}^9$ ,  $-\text{SC}(\text{O})\text{R}^9$ ,  $-\text{NC}(=\text{S})\text{NR}^9\text{R}^{10}$ ,  $-\text{O}-\text{N}=\text{CR}^9$ ,  $-\text{N}=\text{N}-\text{R}^9$ ,  $-\text{C}(\text{O})\text{NR}^9\text{R}^{10}$ ,  $-(\text{CH}_2)_t\text{-NR}^9\text{R}^{10}$ , 2- to 10-membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl,  $-(\text{CH}_2)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$ ,  $-(\text{CH}_2)_t(4\text{- to } 10\text{- membered heterocyclic})$ ,  $-(2\text{- to } 10\text{- membered heteroalkyl})-(\text{C}_6\text{-C}_{10}\text{ aryl})$ ,  $-(2\text{- to } 10\text{- membered heteroalkyl})-(4\text{- to } 10\text{- membered heterocycl})$ ,  $-(\text{CH}_2)_t\text{O}(\text{CH}_2)_u\text{OR}^9$ , and  $-(\text{CH}_2)_t\text{OR}^9$ , wherein  $t$  is an integer from 0 to 6 and  $u$  is an integer from 2 to 6, H or  $(\text{C}_1\text{-C}_8)\text{alkyl}$ ;

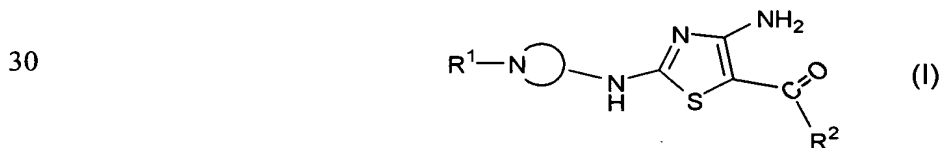
wherein  $\text{R}^9$  is selected from the group consisting of H, OH,  $\text{CF}_3$ ,  $(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_2\text{-C}_6)\text{alkenyl}$ ,  $(\text{C}_2\text{-C}_6)\text{alkynyl}$ ,  $-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ ,  $-\text{O}-(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ , 4-to 10-membered heterocycl, and 4-to 10-membered  $-\text{O-heterocycl}$ ;

wherein each  $\text{R}^9$  and  $\text{R}^{10}$  are independently selected from the group consisting of H,  $(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_1\text{-C}_8)\text{alkoxyl}$ ,  $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ ,  $(\text{C}_6\text{-C}_{10})\text{aryl}$ , and 4-to 10-membered heterocycl; or  $\text{R}^9$  and  $\text{R}^{10}$  when together attached to the same N, may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocycl ring; with the proviso that where  $\text{R}^9$  and  $\text{R}^{10}$  are both attached to the same nitrogen, then  $\text{R}^9$  and  $\text{R}^{10}$  are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each  $(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$  or 4-to 10-membered heterocycl in  $\text{R}^3$ ,  $\text{R}^4$ ,  $\text{R}^6$ ,  $\text{R}^7$ ,  $\text{R}^8$ ,  $\text{R}^9$  and  $\text{R}^{10}$  may be optionally substituted with an oxo ( $=\text{O}$ ) and wherein any of the  $(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_2\text{-C}_6)\text{alkenyl}$ ,  $(\text{C}_2\text{-C}_6)\text{alkynyl}$ ,  $-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$ ,  $(\text{C}_6\text{-C}_{10})\text{aryl}$ , and 4-to 10-membered heterocycl in  $\text{R}^7$ ,  $\text{R}^9$  and  $\text{R}^{10}$  may be independently further substituted with at least one OH, F, CL, Br, I, CN,  $\text{CF}_3$ ,  $\text{NO}_2$ ,  $-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $-(\text{C}_1\text{-C}_8)\text{alkoxyl}$ , COH, or  $\text{C}(\text{O})-(\text{C}_1\text{-C}_8)\text{alkyl}$ .

2. A compound or salt according to claim 1, wherein  $\text{R}^1$  is  $\text{R}^4$ , optionally substituted by one or more  $\text{R}^9$  substituents.

3. A compound or pharmaceutically acceptable salt represented by Formula (I):



wherein:

35 is a nitrogen-containing 3-to 10-membered heterocycl ring optionally substituted by one to three substituents selected from  $\text{R}^7$ ;

$R^1$  is a group having a formula  $-\text{SO}_n-\text{T}-(\text{CR}^9\text{R}^{10})_b\text{R}^3$ ,  $-\text{SO}_n-(\text{CR}^9\text{R}^{10})_b-\text{T}-\text{R}^3$ ,  $-\text{SO}_n\text{NR}^4\text{C}(\text{O})\text{R}^3$ , wherein  $n$  or  $b$  are, independently, 0, 1 or 2 and  $\text{T}$  is a bond,  $-\text{O}-$ ,  $-\text{NR}^4-$ , or  $-\text{S}-$ ; or

$R^2$  is  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{10})$ cycloalkyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_6-\text{C}_{10})$ aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from  $\text{R}^7$ ; wherein  $\text{R}^3$  is  $\text{OH}$ ,  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ ,  $\text{CN}$ ,  $\text{CF}_3$ ,  $\text{NO}_2$ ,  $-\text{NR}^5\text{R}^6$ ,  $-\text{O}-\text{R}^4$ ,  $-\text{SO}_p-\text{R}^4$  wherein  $p$  is 0, 1, or 2,  $-\text{PO}_p-\text{R}^4$  wherein  $p$  is 3 or 4,  $(\text{C}_1-\text{C}_8)$ alkyl,  $-(\text{CH}_2)_d(\text{C}_3-\text{C}_{13})$ cycloalkyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $-(\text{CH}_2)_d-(\text{C}_6-\text{C}_{10})$ aryl,  $-(\text{CH}_2)_d$ -(4-to 10-membered heterocyclyl),  $(\text{C}_2-\text{C}_6)$ alkenyl,  $(\text{C}_2-\text{C}_6)$ alkynyl,  $-\text{SO}_q-\text{NR}^5\text{R}^6$ , wherein  $d$  is an integer 0 to 6 and  $q$  is 1 or 2,  $-\text{C}(=\text{O})-\text{R}^8$ ,  $-\text{C}(\text{O})\text{OR}^8$ , or  $-\text{C}(=\text{O})-\text{NR}^5\text{R}^6$ ;

wherein  $\text{R}^4$  is each independently selected from the group consisting of hydrogen,  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_2-\text{C}_6)$ alkenyl,  $(\text{C}_2-\text{C}_6)$ alkynyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $-(\text{CH}_2)_e-(\text{C}_3-\text{C}_{13})$ cycloalkyl,  $-(\text{CH}_2)_e-(\text{C}_6-\text{C}_{10})$ aryl, or  $-(\text{CH}_2)_e$ -(4-to 10-membered heterocyclyl);

wherein  $\text{R}^5$  is independently  $\text{H}$  or  $(\text{C}_1-\text{C}_8)$ alkyl;

wherein  $\text{R}^6$  is selected from the group consisting of  $-\text{Si}(\text{CH}_3)_3$ ,  $(\text{C}_1-\text{C}_8)$ alkyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{10})$ cycloalkyl,  $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl; or  $\text{R}^5$  and  $\text{R}^6$  when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

wherein each  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_2-\text{C}_6)$ alkenyl,  $(\text{C}_2-\text{C}_6)$ alkynyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{13})$ cycloalkyl,  $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said  $\text{R}^3$ ,  $\text{R}^4$ ,  $\text{R}^5$ ,  $\text{R}^6$  and  $\text{R}^8$  may be optionally substituted by one to four  $\text{R}^7$  substituents;

wherein  $\text{R}^7$  is  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{13})$ cycloalkyl,  $(\text{C}_6-\text{C}_{10})$ aryl, 4-to 10-membered heterocyclyl,  $(\text{C}_2-\text{C}_6)$ alkenyl,  $(\text{C}_2-\text{C}_6)$ alkynyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $\text{H}$ ,  $\text{OH}$ ,  $\text{F}$ ,  $\text{Cl}$ ,  $\text{Br}$ ,  $\text{I}$ ,  $\text{CN}$ ,  $\text{CF}_3$ , amidino,  $-\text{C}(\text{O})\text{OR}^9$ ,  $-\text{C}(\text{O})\text{R}^9$ ,  $-\text{SR}^9$ ,  $-\text{SO}_2\text{R}^9$ ,  $-\text{NO}_2$ ,  $-\text{NR}^9\text{C}(\text{O})\text{R}^{10}$ ,  $-\text{OC}(\text{O})\text{R}^9$ -aryl,  $-\text{NSO}_2\text{R}^9$ ,  $-\text{SC}(\text{O})\text{R}^9$ ,  $-\text{NC}(=\text{S})\text{NR}^9\text{R}^{10}$ ,  $-\text{O}-\text{N}=\text{CR}^9$ ,  $-\text{N}=\text{N}-\text{R}^9$ ,  $-\text{C}(\text{O})\text{NR}^9\text{R}^{10}$ ,  $-(\text{CH}_2)_t-\text{NR}^9\text{R}^{10}$ , 2 to 10 membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl,  $-(\text{CH}_2)_t(\text{C}_6-\text{C}_{10})$ aryl,  $-(\text{CH}_2)_t$ -(4 to 10 membered heterocyclic),  $-(2$  to 10 membered heteroalkyl)- $(\text{C}_6-\text{C}_{10})$ aryl,  $-(2$  to 10 membered heteroalkyl)- $(4$  to 10 membered heterocyclyl),  $-(\text{CH}_2)_t\text{O}(\text{CH}_2)_u\text{OR}^9$ , and  $-(\text{CH}_2)_t\text{OR}^9$ , wherein  $t$  is an integer from 0 to 6 and  $u$  is an integer from 2 to 6,  $\text{H}$  or  $(\text{C}_1-\text{C}_8)$ alkyl;

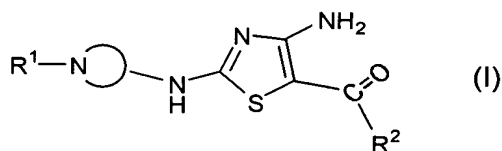
wherein  $\text{R}^8$  is selected from the group consisting of  $\text{H}$ ,  $\text{OH}$ ,  $\text{CF}_3$ ,  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_2-\text{C}_6)$ alkenyl,  $(\text{C}_2-\text{C}_6)$ alkynyl,  $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{10})$ cycloalkyl,  $-\text{O}-(\text{C}_3-\text{C}_{10})$ cycloalkyl, 4-to 10-membered heterocyclyl, and 4-to 10-membered  $-\text{O}$ -heterocyclyl;

wherein each  $\text{R}^9$  and  $\text{R}^{10}$  are independently selected from the group consisting of  $\text{H}$ ,  $(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_1-\text{C}_8)$ alkoxyl,  $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl,  $(\text{C}_3-\text{C}_{10})$ cycloalkyl,  $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl; or  $\text{R}^9$  and  $\text{R}^{10}$  when together attached to the same  $\text{N}$ , may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl

ring; with the proviso that where  $R^9$  and  $R^{10}$  are both attached to the same nitrogen, then  $R^9$  and  $R^{10}$  are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl or 4-to 10-membered heterocyclyl in  $R^3$ ,  $R^4$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$  and  $R^{10}$  may be optionally substituted with an oxo (=O) and wherein any of the (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, and 4-to 10-membered heterocyclyl in  $R^7$ ,  $R^9$  and  $R^{10}$  may be independently further substituted with at least one OH, F, Cl, Br, I, CN, CF<sub>3</sub>, NO<sub>2</sub>, -(C<sub>1</sub>-C<sub>8</sub>)alkyl, -(C<sub>1</sub>-C<sub>8</sub>)alkoxy, COH, or C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl).

- 10 4. A compound or pharmaceutically acceptable salt represented by Formula (I):



15 wherein:

—N $\bigcirc$  is a nitrogen-containing 3-to 10-membered heterocyclyl ring optionally substituted by one to three substituents selected from  $R^7$ ;

20  $R^1$  is a group having a formula  $-C(=O)-R^3$ ,  $-C(=O)-HC=CH-R^3$ ,  $-C(=O)NHR^3$ ,  $-C(=O)NR^5R^6$  or  $-C(=S)R^3$ ;

$R^2$  is (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from  $R^7$ ;

25 wherein  $R^3$  is OH, F, Cl, Br, I, CN, CF<sub>3</sub>, NO<sub>2</sub>,  $-NR^5R^6$ ,  $-OR^4$ ,  $-SO_p-R^4$  wherein p is 0, 1, or 2,  $-PO_p-R^4$  wherein p is 3 or 4, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  $-(CH_2)_d$ -(C<sub>3</sub>-C<sub>13</sub>)cycloalkyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl,  $-(CH_2)_d$ -(C<sub>6</sub>-C<sub>10</sub>)aryl,  $-(CH_2)_d$ -(4-to 10-membered heterocyclyl), (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl,  $-SO_q-NR^5R^6$ , wherein d is an integer 0 to 6 and q is 1 or 2,  $-C(=O)-R^8$ ,  $-C(O)OR^8$ , or  $-C(=O)-NR^5R^6$ ;

30 wherein  $R^4$  is each independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl,  $-(CH_2)_e$ -(C<sub>3</sub>-C<sub>13</sub>)cycloalkyl,  $-(CH_2)_e$ -(C<sub>6</sub>-C<sub>10</sub>)aryl, or  $-(CH_2)_e$ -(4-to 10-membered heterocyclyl);

wherein  $R^5$  is independently H or (C<sub>1</sub>-C<sub>8</sub>)alkyl;

35 wherein  $R^6$  is selected from the group consisting of  $-\text{Si}(\text{CH}_3)_3$ , (C<sub>1</sub>-C<sub>8</sub>)alkyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl,  $-\text{CH}_2-\text{C}(=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)\text{alkyl}$ , (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, and 4-to 10-membered heterocyclyl; or  $R^5$  and  $R^6$  when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

wherein each (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup> and R<sup>8</sup> may be optionally substituted by one to four R<sup>7</sup> substituents;

wherein R<sup>7</sup> is (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, 4-to 10-membered  
 5 heterocyclyl, (C<sub>2</sub>-C<sub>6</sub>) alkenyl, (C<sub>2</sub>-C<sub>6</sub>) alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, H, OH, F, Cl, Br, I, CN, CF<sub>3</sub>,  
 amidino, -C(O)OR<sup>9</sup>, -C(O)R<sup>9</sup>, -SR<sup>9</sup>, -SO<sub>2</sub>R<sup>9</sup>, -NO<sub>2</sub>, -NR<sup>9</sup>C(O)R<sup>10</sup>, -OC(O)R<sup>9</sup>-aryl, -NSO<sub>2</sub>R<sup>9</sup>,  
 -SC(O)R<sup>9</sup>, -NC(=S)NR<sup>9</sup>R<sup>10</sup>, -O-N=CR<sup>9</sup>, -N=N-R<sup>9</sup>, -C(O)NR<sup>9</sup>R<sup>10</sup>, -(CH<sub>2</sub>)<sub>t</sub>-NR<sup>9</sup>R<sup>10</sup>, 2- to 10-  
 membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl,  
 -(CH<sub>2</sub>)<sub>t</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>t</sub>(4 to 10 membered heterocyclic), -(2 to 10 membered heteroalkyl)-  
 10 (C<sub>6</sub>-C<sub>10</sub> aryl), -(2 to 10 membered heteroalkyl)-(4 to 10 membered heterocyclyl),  
 -(CH<sub>2</sub>)<sub>t</sub>O(CH<sub>2</sub>)<sub>u</sub>OR<sup>9</sup>, and -(CH<sub>2</sub>)<sub>t</sub>OR<sup>9</sup>, wherein t is an integer from 0 to 6 and u is an integer  
 from 2 to 6, H or (C<sub>1</sub>-C<sub>8</sub>)alkyl;

wherein R<sup>8</sup> is selected from the group consisting of H, OH, CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-  
 C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, -O-(C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, 4-to 10-  
 15 membered heterocyclyl, and 4-to 10-membered -O-heterocyclyl;

wherein each R<sup>9</sup> and R<sup>10</sup> are independently selected from the group consisting of H,  
 (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxyl, -CH<sub>2</sub>-(C=O)-O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, and  
 4-to 10-membered heterocyclyl; or R<sup>9</sup> and R<sup>10</sup> when together attached to the same N, may  
 optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl  
 20 ring; with the proviso that where R<sup>9</sup> and R<sup>10</sup> are both attached to the same nitrogen, then R<sup>9</sup>  
 and R<sup>10</sup> are not both bonded to the nitrogen directly through an oxygen;

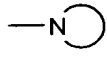
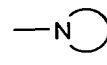
wherein any of the ring members of each (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl or 4-to 10-membered  
 heterocyclyl in R<sup>3</sup>, R<sup>4</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup> and R<sup>10</sup> may be optionally substituted with an oxo (=O)  
 and wherein any of the (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl,  
 25 (C<sub>3</sub>-C<sub>13</sub>)cycloalkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, and 4-to 10-membered heterocyclyl in R<sup>7</sup>, R<sup>9</sup> and R<sup>10</sup> may be  
 independently further substituted with at least one OH, F, CL, Br, I, CN, CF<sub>3</sub>, NO<sub>2</sub>, -(C<sub>1</sub>-  
 C<sub>8</sub>)alkyl, -(C<sub>1</sub>-C<sub>8</sub>) alkoxyl, COH, or C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl).

5. A compound or salt according to claim 3, wherein R<sup>1</sup> is -SO<sub>n</sub>-T-R<sup>3</sup>, T is as defined  
 30 above and R<sup>3</sup> is a 4-to 10-membered heterocyclic, optionally substituted by one to four  
 substituents selected from R<sup>7</sup>.

6. A compound or salt according to claim 3, wherein T is a bond, R<sup>3</sup> is a 4-to 10-  
 membered heterocyclic and R<sup>7</sup> is an -(C<sub>1</sub>-C<sub>8</sub>)alkyl.

35 7. A compound or salt according to claim 4, wherein R<sup>3</sup> is a -(CH<sub>2</sub>)<sub>d</sub>(C<sub>3</sub>-C<sub>13</sub>)cycloalkyl,  
 -O-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -(CH<sub>2</sub>)<sub>d</sub>(C<sub>6</sub>-C<sub>10</sub>)aryl, -(CH<sub>2</sub>)<sub>d</sub>(4-to 10-membered heterocyclyl), wherein each

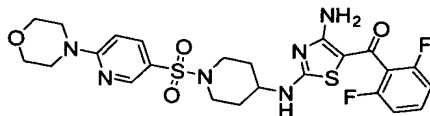
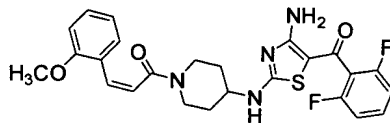
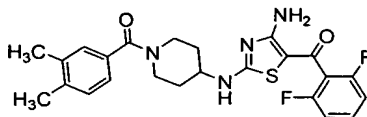
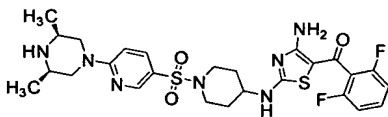
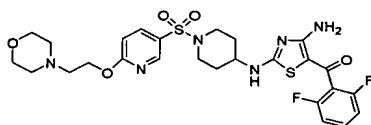
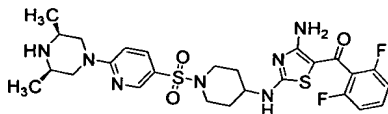
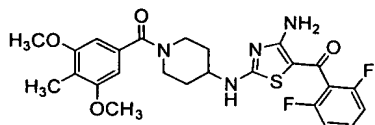
$R^3$  ( $C_3$ - $C_{10}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4-to 10-membered heterocyclic may be optionally substituted by one to four  $R^7$  substituents.

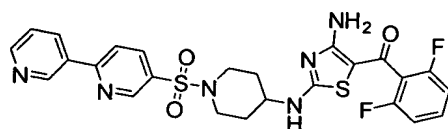
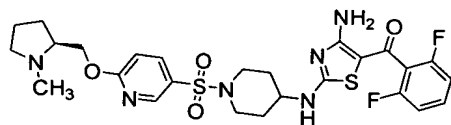
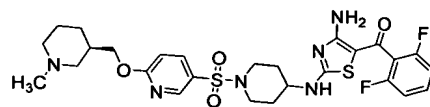
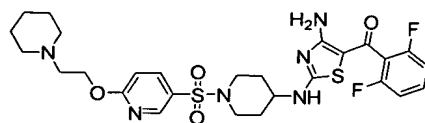
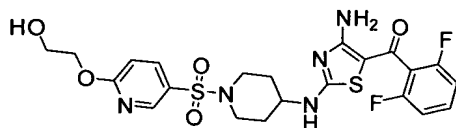
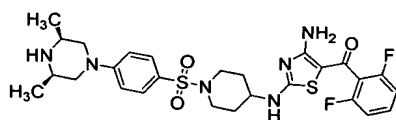
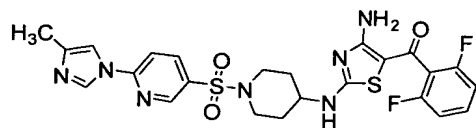
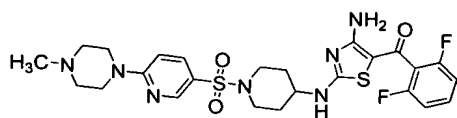
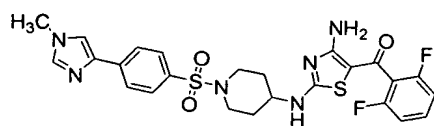
8. A compound or salt according to claim 3, wherein T is a bond,  $R^3$  is a 5-membered heterocyclyl; and  $R^7$  is ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{13}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4-to 10-membered heterocyclyl, -O-( $C_1$ - $C_8$ )alkyl, ( $C_2$ - $C_6$ )alkenyl, or ( $C_2$ - $C_6$ )alkynyl; wherein each ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{13}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4-to 10-membered heterocyclyl, -O-( $C_1$ - $C_8$ )alkyl, ( $C_2$ - $C_6$ )alkenyl, or ( $C_2$ - $C_6$ )alkynyl may be independently optionally substituted with at least one OH, F, Cl, Br, I, CN,  $CF_3$ ,  $NO_2$ , -( $C_1$ - $C_8$ )alkyl, -( $C_1$ - $C_8$ )alkoxyl, COH, or C(O)-( $C_1$ - $C_8$ )alkyl).
9. A compound or salt according to claim 4, wherein  $R^3$  is a 5-membered heteroaryl; and  $R^7$  is ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{10}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4-to 10-membered heterocyclyl, -O-( $C_1$ - $C_8$ )alkyl, ( $C_2$ - $C_6$ )alkenyl, or ( $C_2$ - $C_6$ )alkynyl; wherein each ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{10}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4-to 10-membered heterocyclyl, ( $C_1$ - $C_8$ )alkyl-O-, ( $C_2$ - $C_6$ )alkenyl, or ( $C_2$ - $C_6$ )alkynyl may be optionally substituted with at least one OH, F, Cl, Br, I, CN,  $CF_3$ ,  $NO_2$ , -( $C_1$ - $C_8$ )alkyl, -( $C_1$ - $C_8$ )alkoxyl, COH, or C(O)-( $C_1$ - $C_8$ )alkyl);
10. A compound or salt according to claim 1, wherein  $R^2$  is a 4- to 10- membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.
11. A compound or salt according to claim 3, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted with ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{10}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4- to 10-membered heterocyclyl; and  $R^2$  is a ( $C_6$ - $C_{10}$ )aryl, or a 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of a F, Cl, Br, I.
12. A compound or salt according to claim 4, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted by ( $C_1$ - $C_8$ )alkyl, ( $C_3$ - $C_{10}$ )cycloalkyl, ( $C_6$ - $C_{10}$ )aryl, or 4- to 10-membered heterocyclyl; and  $R^2$  is a ( $C_6$ - $C_{10}$ )aryl or 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.
13. A pharmaceutical composition comprising an amount of active agent effective to modulate cellular proliferation and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising an amount of active agent effective to inhibit protein kinases and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

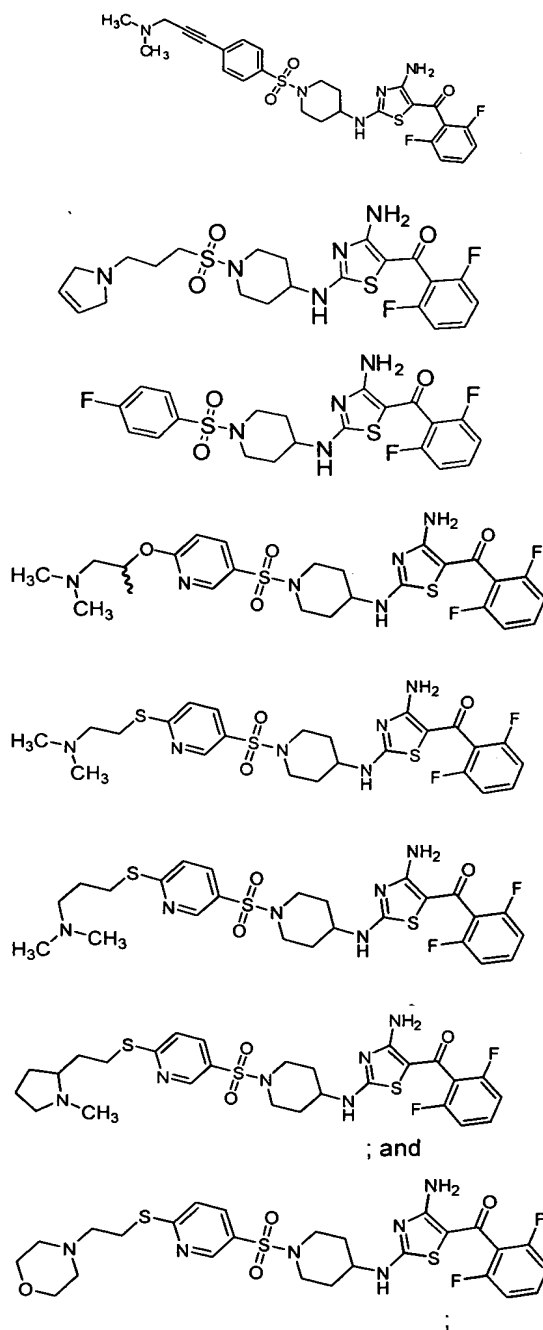
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15. A compound selected from the group consisting of:





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or a pharmaceutically acceptable salt of such compound.